

1500 FLEET CENTER  
PROVIDENCE, RHODE ISLAND 02903  
401 274-2000

TELEX: 952039 HATS PVD-UD  
TELECOPIER: 401 277-9600

EDWARD M. WATSON  
ROBERT F. PICKARD  
BENTLEY TOBIN\*  
RICHARD F. STAPLES  
ROBERT W. SHADD  
RICHARD W. BILLINGS  
JOACHIMA W. WEISSFELD  
JAMES A. JACKSON  
JOHN K. ALLEN  
EDWIN G. TORRANCE  
MICHAEL A. SILVERSTEIN  
JACQUES V. HOPKINS  
RICHARD H. PIERCE\*  
JOHN J. FENDERGAST\*  
ROBERT P. WEINTRAUB  
NOEL M. FIELD, JR.  
MALCOLM FARMER III  
STEPHEN J. CARLISLE  
CHARLES V. WINGLOFF\*  
JAMES E. KEELEY  
H. PETER OLSEN  
EDMUND C. PENNETT  
MICHAEL P. DYFANT\*

BRIAN P. RICHARDS  
E. JEROME BATTY  
MATTHEW T. MARCELLO II  
DORIS JAM LIGHT\*  
THOMAS R. COURAGE\*  
FREDERICK P. MCCLURE\*  
HOWARD E. WALKER  
MARGARET D. FARRELL  
MERRILL W. SHERMAN  
MICHAEL B. NUTMAN\*  
PAULA SILVER\*  
GREGORY L. BENIK  
ROBERT C. BRUNS  
RICHARD G. SMALL\*  
PAUL V. CURCIO\*  
DAVID J. TRACY\*  
WILLIAM R. GRIMM\*  
KRISTINA A. DEKUIPER\*  
GORDON A. CARPENTER\*  
ROSELO GASBARRO JR.\*  
JOSEPH P. JORDAN  
ANGELA D. LANCZI  
MARY LOU SAVAGE

GERARD R. GOULET  
SCOTTE COOPER\*  
NANCY MAHONEY HARRIS\*  
MARK S. NIZIAK\*  
JEFFREY M. STOLERI  
JOHN R. GOWELL, JR.\*  
JOSEPH M. DIORIO  
STEPHEN H. BURKE  
JONATHAN N. SAVAGE  
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GERARD B. SULLIVAN  
MICHAEL A. MOSCO  
DANIEL A. LADOW  
NEILA C. CLARK  
TINA C. MCINTYRE  
KAREN A. PELCZARSKI

COUNSEL  
THOMAS J. PAOLINO  
JOHN H. FANNING  
JAMES DURETE, JR.  
LEONARD S. LAKIN  
MARK J. LEVINSON  
ROBERT D. WILLIAMS  
RICHARD A. CELLA

RETIRED  
STUART H. TUCKER  
NOEL M. FIELD  
THOMAS J. HOGAN

\* Also admitted in Massachusetts  
\* Admitted in Massachusetts only  
\* Admitted in Pennsylvania and Colorado only

HINCKLEY, ALLEN, TOBIN & SILVERSTEIN

Attorneys at Law

July 2, 1986

Date 7/8/86  
rec'd 10:00

FILED 1425

JUL 8 1986 - 10 55 AM

100 Washington, D. C.

Interstate Commerce Commission  
Twelfth and Constitution Avenues N.W.  
Washington, D. C. 02423

INTERSTATE COMMERCE COMMISSION

Attention: Mildred Lee, Room 2303

Re: American Cruise Lines, Inc.

Dear Ms. Lee:

I am enclosing one original and one counterpart of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

The document is a Second Amendment dated May 19, 1986, between American Cruise Lines, Inc. and Fleet National Bank to the Security Agreement between American Line, Inc. and Fleet National Bank which was amended on January 20, 1984. The Second Amendment reflects the merger of American Line, Inc. to American Cruise Lines, Inc.

The primary document to which this is connected is recorded under Recordation No. W-27.

The secondary document to which this is connected is recorded under Recordation No. W-27-B.

The names and addresses of the parties to the document are as follows:

Secured Party

Fleet National Bank  
111 Westminster Street  
Providence, R. I. 02903

Debtor

American Cruise Lines, Inc.  
One Marine Park  
Haddam, Connecticut 06438

Interstate Commerce Commission

- 2 -

July 2, 1986

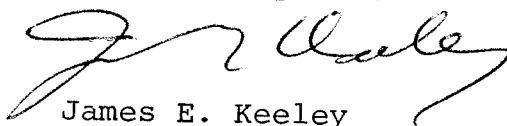
A description of the goods and inventory covered by the document is as follows:

All of the Debtor's presently owned and hereafter acquired vessel "Savannah" (designated as Hull No. 32) being constructed by Chesapeake Shipbuilding, Inc., during all stages of construction and upon completion, and all goods and inventory acquired and to be acquired from corporation into or used in conjunction with said vessel together with all proceeds thereof, additions and accessions thereto, replacement thereof or substitutions therefor;

A fee of \$10 is enclosed. Please return the original document to the undersigned:

James E. Keeley, Esquire  
1500 Fleet Center  
Providence, Rhode Island 02903

Very truly yours,



James E. Keeley  
Attorney for Fleet National Bank

JEK:JM

Encs.

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/9/86

James E. Keeley, ESQ.  
1500 Fleet Center  
Providence, Rhode Island 02903

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/8/86 at 10:55am, and assigned re-recording number(s). W-27-E

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

SECOND AMENDMENT

W-22-E  
JUL 8 1986 - 10 55 AM  
INTERSTATE COMMERCE COMMISSION

THIS SECOND AMENDMENT made this 19<sup>th</sup> day of May, 1986, by and between AMERICAN CRUISE LINES, INC., a Delaware corporation with a chief place of business and executive office located at One Marine Park, Haddam, Connecticut (hereinafter called "Debtor"), and FLEET NATIONAL BANK, a national banking association created under the laws of the United States of America with a place of business located at 111 Westminster Street, Providence, Rhode Island, (hereinafter called "Secured Party").

W I T N E S S E T H

WHEREAS, on September 9, 1983, American Line, Inc., a Delaware corporation, as debtor, and the Secured Party entered into a Security Agreement, which Security Agreement was amended on January 20, 1984 ("Security Agreement"); and

WHEREAS, the Security Agreement is evidenced by financing statements filed with the State Department of Assessments and Taxation for the State of Maryland, the Clerk of Circuit Court, Wicomico County, State of Maryland, and the Secretary of State of Connecticut; and

WHEREAS, substantially contemporaneously herewith, American Line, Inc. has merged with American Cruise Lines, Inc. and American Cruise Lines, Inc. is the surviving corporation; and

WHEREAS, both the Debtor and Secured Party deem it prudent to amend the Security Agreement to reflect the merger.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the

Debtor and the Secured Party agree that each reference in the Security Agreement to "Debtor" shall be deemed to refer to American Cruise Lines, Inc., a Delaware corporation with a chief place of business and executive office located at One Marine Park, Haddam, Connecticut, and the surviving corporation in the merger between American Line, Inc. and American Cruise Lines, Inc.

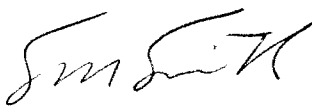
Debtor and Secured Party further agree to amend all financing statements and registrations with the Interstate Commerce Commission to reflect the change of name of the Debtor.

This Second Amendment is exempt from the Maryland Recordation Tax, both state and county.

Except as expressly amended hereby, the Security Agreement and all related financing statements are ratified and affirmed.

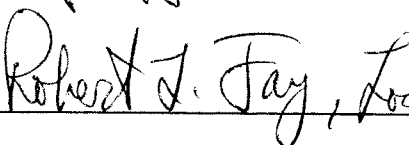
Signed in four original copies and delivered this 19th day of May, 1986.

AMERICAN CRUISE LINES, INC.

By   
President  
Seymour Smith

FLEET NATIONAL BANK

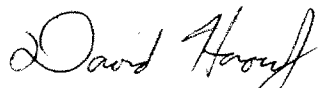
By  VP

By , Loan Officer

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

In <sup>Stamford</sup> ~~Haddam~~, Connecticut, on the 19th day of May, 1986,  
before me personally appeared the above named <sup>Seymour Smith</sup> ~~Charles A. Robertson~~,  
President of American Cruise Lines, Inc., to me known and known  
by me to be the party executing the foregoing instrument on behalf  
of said corporation, and acknowledged said instrument so executed  
to be his free act and deed in said capacity and the free act and  
deed of said corporation.



~~Notary Public~~

Commissioner of the Superior Court

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

In Newport, Rhode Island, on the 12th day of May, 1986,  
before me personally appeared the above named Mary J. Warhurst  
and \_\_\_\_\_, Vice-President and Robert L. Fay \_\_\_\_\_,  
respectively of Fleet National Bank, to me known and known by  
me to be the parties executing the foregoing instrument on behalf  
of Fleet National Bank, and they acknowledged said instrument  
so executed to be their free act and deed in said capacities and  
the free act and deed of said Fleet National Bank.



Notary Public

MaryAnne Allen

MY COMMISSION EXPIRES  
JUNE 30, 1986